

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re</b>	§	<b>Chapter 11</b>
<b>MINING PROJECT WIND DOWN HOLDING, INC. (f/k/a Compute North Holdings, Inc.), et al.<sup>1</sup></b>	§	<b>Case No. 22-90273-MI</b>
<b>Reorganized Debtors.</b>	§	<b>(Jointly Administered)</b>
	§	

**STIPULATION AND AGREED ORDER**

RK MISSION CRITICAL LLC (“RKMC”) and LP1 LLC (the “LP1”, and collectively with RKMC, the “**Parties**”), by and through each of their undersigned counsel, hereby enter into this Stipulation and Agreed Order:

**WHEREAS**, on September 22, 2022 (“**Petition Date**”), the above-captioned debtors filed voluntary petitions for relief in this Court under chapter 11 title 11 of the United States Code, commencing the above-captioned chapter 11 bankruptcy cases.

**WHEREAS**, on September 26, 2022, the Court entered its *Order (I) Authorizing Debtors to (A) File a Consolidated Creditor Matrix, (B) File a Consolidated List of 30 Largest Unsecured Creditors, and (C) Redact Certain Individual and Customer Confidential Information, (II) Approving Form and Manner of Notifying Creditors of Commencement of Chapter 11 Cases and*

---

<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor’s federal tax identification number, include: Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551); Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The Reorganized Debtors’ service address for the purposes of these chapter 11 cases is 2305A Elmen Street, Houston, TX 77019.

*Other Information, (III) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), and (IV) Granting Related Relief* [Docket No. 86] (“**Bar Date Order**”). Among other things, the Bar Date Order set a deadline for all persons or entities (excluding governmental units) to file proofs of claim in the Debtors’ cases on or before November 23, 2022 (the “**Claims Bar Date**”).

**WHEREAS** on November 20, 2022, RKMC timely filed its Proof of Claim No. 27 in the amount of \$64,480,618.00 (the “**Claim**”) against debtor Compute North Holdings, Inc.

**WHEREAS**, on November 23, 2022, the Debtors filed their *Joint Liquidating Chapter 11 Plan of Compute North Holdings, Inc. and its Debtor Affiliates* [Docket No. 576] (as amended from time to time, the “**Plan**”).<sup>2</sup>

**WHEREAS**, on January 31, 2023, the Debtors filed an *Emergency Motion to Approve Settlement with RK Mission Critical LLC Pursuant to Bankruptcy Rule 9019* [Docket No. 886] (the “**Motion**”) which stipulated that RKMC and the Debtors had agreed to the Settlement Stipulation (as defined therein) allowing the Claim as an Allowed General Unsecured Claim in the total amount of \$49,602,406.00 (the “**Allowed Claim**”), and which Motion was approved pursuant to the *Order Approving Settlement with RK Mission Critical Pursuant to Bankruptcy Rule 9019* [Docket No. 944] (the “**Order**”) entered by the Court on February 9, 2023.

**WHEREAS**, as set forth in the Settlement Stipulation, Debtors and RKMC agreed that RKMC would also receive from Debtors fifteen percent (15%) of sale proceeds (the “**RKMC Container Sale Proceeds**”) from the Remaining Containers (as defined in the Motion) upon the closing of any such sales (the “**Container Sales**”).

**WHEREAS**, RKMC and LP1 entered into that certain Assignment of Claims Agreement, dated as of February 15<sup>th</sup>, 2023 (the “**Assignment Agreement**”), under which RKMC unconditionally and irrevocably sold, transferred and assigned to LP1 (i) all right, title and interest in and to the Allowed Claim and (ii) forty-five percent (45%) of the RKMC Container Sale Proceeds (the “**LP1 Container Sale Proceeds**”), which was evidenced to the Court by that certain Transfer of Claim Other Than For Security [Docket No. 990] filed on February 15<sup>th</sup>, 2023, and which was recorded by the Official Claims Agent on the claims register maintained in these cases.

**WHEREAS**, on February 16, 2023, the Court entered its *Order (A) Approving the Debtors’ Disclosure Statement on a Final Basis and (B) Confirming the Third Amended Joint Liquidating Chapter 11 Plan of Mining Project Wind Down Holdings, Inc. (F/K/A Compute North Holdings, Inc.) and Its Debtor Affiliates* [Docket No. 1019] (the “**Plan Confirmation Order**”).

---

<sup>2</sup> Capitalized terms not otherwise defined herein shall be given the meaning assigned to them in the Plan.

**WHEREAS**, pursuant to the Plan Confirmation Order, and subject to the Plan Administrator Agreement and the Litigation Trust Agreement, the Plan Administrator was appointed to be the sole representative of, and act for, the Reorganized Debtors from and after the Effective Date.

**WHEREAS**, Debtors filed that certain *Notice of Occurrence of Effective Date of Third Amended Joint Liquidating Chapter 11 Plan of Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.) and Its Debtor Affiliates* [Docket No. 1082] on March 31, 2023.

**IT IS THEREFORE STIPULATED, AGREED AND ORDERED, THAT,**

1. RKMC and LP1 agree, and the Plan Administrator acknowledges, that upon any sale of the Remaining Containers, the Plan Administrator shall deliver the RKMC Container Sale Proceeds as follows: (i) 55% of such proceeds to RKMC by means of wire transfer, instructions for which shall be provided in writing to the Plan Administrator by RKMC, and (ii) 45% of such proceeds to LP1 by means of wire transfer, instructions for which shall be provided in writing to the Plan Administrator by LP1.
2. The Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Stipulation and Agreed Order.

Signed: \_\_\_\_\_, 2023

---

The Honorable Marvin Isgur  
United States Bankruptcy Judge

**STIPULATED AND AGREED TO BY:**

**LP1 LLC**

/s/ Idris Motiwala

Counsel: Idris Motiwala (Texas Bar No. 24102252)

Crowell & Moring LLP

Address: 1001 Pennsylvania Avenue NW, Washington D.C. 20004

Telephone: (202) 624-2500

Email: [imotiwala@crowell.com](mailto:imotiwala@crowell.com)

-and-

**RK MISSION CRITICAL LLC**

/s/ Patrick M. Haines

Counsel: Patrick M. Haines (Colorado Bar No. 38970)

Berg Hill Greenleaf Ruscitti LLP

Address: 1712 Pearl Street, Boulder, CO 80302

Telephone: (303) 402-1600

Facsimile: (303) 402-1601

Email: [pmh@bhgrlaw.com](mailto:pmh@bhgrlaw.com)

**ACKNOWLEDGED BY:**

McDERMOTT WILL & EMERY LLP  
Charles R. Gibbs  
Texas State Bar No. 7846300  
2501 North Harwood Street, Suite 1900  
Dallas, TX 75201-1664  
Telephone: (214) 295-8000  
Facsimile: (972) 232-3098  
Email: [crgibbs@mwe.com](mailto:crgibbs@mwe.com)

- and -

/s/ Jennifer A. Christian

Counsel: Jennifer A. Christian (New York Bar No. 3940566)  
ASK LLP  
Address: 60 East 42<sup>nd</sup> Street, 46<sup>th</sup> Floor, New York, NY 10165  
Telephone: (212) 267-7342  
Email: [jchristian@askllp.com](mailto:jchristian@askllp.com)

*Counsel to the Mining Project Wind Down Holdings, Inc.  
Litigation Trust and the Plan Administrator*